97-195667 T#005
04-17-97 12:45PM

$ 16271.50
DOCU. STAMPS-DEED

RECVD. BROWARD CNTY
B. JACK OSTERHOLT

COUNTY ADMIN.

~~After recording, return to:~~
Dillard Department Stores, Inc.
1600 Cantrell Road
Little Rock, Arkansas 72201
Attn: James W. Cherry, Jr.

SPECIAL WARRANTY DEED

This Special Warranty Deed made effective April 14, 1997 and executed on the 10th day of April, 1997 by Mervyn's, a California corporation, hereinafter referred to as "Grantor", whether one or more, for and in consideration of the sum of TEN DOLLARS ($10.00) cash, and other good and valuable consideration in hand paid by the Grantee, herein named, the receipt and sufficiency of which is hereby fully acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does hereby GRANT, SELL and CONVEY unto Dillard Department Stores, Inc., a Delaware corporation, herein referred to as "Grantee", whose tax mailing address is: 1600 Cantrell Road, Little Rock, Arkansas 72201, the real property described on attached Exhibit "A".

This conveyance, however, is made and accepted subject to the validly existing encumbrances, conditions and restrictions, relating to the hereinabove described property as now reflected by Exhibit B attached hereto.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, Grantee's heirs, executors, administrators, successors and/or assigns forever; and Grantor does hereby bind Grantor's heirs, executors, administrators, successors and/or assigns to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said Grantee, Grantee's heirs, executors, administrators, successors and/or assigns, against every person whomsoever claiming or to claim the same or any part thereof, by, through or under Grantor but not otherwise.

BK 26297PG0893

IN WITNESS WHEREOF, the said Grantor has caused these presents to be executed in its name and its corporate seal to be hereunto affixed, by its proper officers, thereunto duly organized the day and year first above written.

WITNESSES:

William P. Hise

Robert L. Nys

MERVYN'S

Michael J. Wahlig
Vice President
777 Nicollet Mall
Minneapolis, Minnesota 55402

CHICAGO TITLE INSURANCE COMPANY
350 N. ORANGE AVE., SUITE 150
ORLANDO, FLORIDA 32801

WILL CALL
CHICAGO TITLE INSURANCE CO.
2701 GATEWAY DRIVE
POMPANO BEACH, FLORIDA 33069



574

STATE OF MINNESOTA)
) ss.:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 10th day of April, 1997 by Michael J. Wahlig, as Vice President of Mervyn's, on behalf of the corporation. He is personally known to me.

Rosalind M Zavada

Notary Public, State of Minnesota

My Commission Expires:

ROSALIND M. ZAVADA
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Jan. 31, 2000

Drafted by:
William P. Hise
Dayton Hudson Corporation
777 Nicollet Mall
Minneapolis, MN 55402

BK 26297 PG 0894

M-274
Pembroke Pines Mall
Pembroke Pines, FL

EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL 1:

A portion of Tracts A and E, PEMBROKE LAKES REGIONAL CENTER, according to the Plat thereof, as recorded in Plat Book 127, at Page 50, Public Records of Broward County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of Tract B as shown on said plat of PEMBROKE LAKES REGIONAL CENTER; thence South 88 degrees 10 minutes 25 seconds East along the North boundary line of said Tract B for 940.36 feet to a point of curvature; thence Southeasterly, Easterly and Northeasterly along a circular curve to the left having a radius of 29.00 feet and a central angle of 83 degrees 25 minutes 25 seconds for an arc distance of 42.22 feet to a point of reverse curvature; thence Northeasterly along a circular curve to the right having a radius of 721.00 feet and a central angle of 60 degrees 40 minutes 33 seconds for an arc distance of 763.53 feet; thence South 43 degrees 10 minutes 15 seconds East for 40.16 feet; thence South 69 degrees 48 minutes 34 seconds West for 13.03 feet to the point of beginning of the following described parcel of land, said point of beginning being on a curve, and bears North 20 degrees 44 minutes 20 seconds West from the radius point of the next described curve; thence Northeasterly along a circular curve to the right having a radius of 684.00 feet and a central angle of 13 degrees 36 minutes 21 seconds for an arc distance of 162.43 feet to a point of compound curvature; thence Northeasterly, Easterly and Southeasterly along a circular curve to the right having a radius of 454.00 feet and a central angle of 21 degrees 14 minutes 29 seconds for an arc distance of 168.31 feet to a point of reverse curvature; thence Southeasterly along a circular curve to the left having a radius of 2046.00 feet and a central angle of 12degrees 16 minutes 45 seconds for an arc distance of 438.48 feet to a point of tangency; thence South 88 degrees 10 minutes 15 seconds East for 155.20 feet; thence South 1 degree 49 minutes 45 seconds West at right angles to the last described course for 132.75 feet to a point on a curve, said point bears North 1 degree 49 minutes 45 seconds East from the radius point of the next described curve; thence Northwesterly, Westerly and Southwesterly along a circular curve to the left having a radius of 250.00 feet and a central angle of 22 degrees 27 minutes 20 seconds for an arc distance of 97.98 feet to a point of compound curvature; thence Southwesterly along a circular curve to the left having a radius of 50.50 feet and a central angle of 67 degrees 32 minutes 40 seconds for an arc distance of 59.53 feet to a point of tangency; thence South 1 degree 49 minutes 45 seconds West for 70.53 feet to a point of curvature; thence Southwesterly, Westerly and Northwesterly along a circular curve to the right having a radius of 15.00 feet and a central angle of 90 degrees 00 minutes 00 seconds for an arc distance of 23.56 feet to a point of tangency; thence North 88 degrees 10 minutes 15 seconds West for 89.33 feet; thence South 1 degree 49 minutes 45 seconds West at right angles to the last and next described courses for 97.29 feet; thence North 88 degrees 10 minutes 15 seconds West for 327.00 feet; thence North 1 degree 49 minutes 45 seconds East at right angles to the last described course for 33.32 feet; thence North 43 degrees 10 minutes 25 seconds West for 502.78 feet to the Point of Beginning.

M-274
Pembroke Pines Mall
Pembroke Pines. FL

EXHIBIT "A"
LEGAL DESCRIPTION
(Continued)

PARCEL II:

Easements for the benefit of Parcel I created by Construction, Operation and Reciprocal Easement Agreement by and between Pembroke Lakes Mall, Ltd., a Florida limited partnership (developer) and J.C. Penney Company, Inc., a Delaware corporation, dated July 12, 1991 and filed November 7, 1991 in Official Records Book 18899, at Page 258 public records of Broward County, Florida (" Original COREA"); as amended by First Amendment to Construction, Operation and Reciprocal Easement Agreement incorporating Mervyn's as a party dated June 11, 1992 and filed June 12, 1992 in Official Records Book 19582, at Page 698 public records of Broward County, Florida ("First Amendment"), and as further amended by Second Amendment to Construction, Operation and Reciprocal Easement Agreement by and between Developer and Dillard Department Stores, Inc. ("Dillard") dated May 11, 1995, filed May 12, 1995 in Official Records Book 23447, at Page 298 Public Records of Broward County, Florida incorporating Dillard as a party ("Dillard Amendment"), and as further amended by Third Amendment to Construction, Operation and Reciprocal Easement Agreement dated June 17, 1996 and filed July 9, 1996 in Official Records Book 25109, at Page 259 public records of Broward County, Florida ("Third Amendment"), all hereinafter referred to as "COREA", for Easements for Use of Common Area as more particularly set forth in Section 4.4 of the COREA; Easements to open on and use the Mall as more particularly in Section 4.5 (a), (i), and (ii) of the COREA; Easements for lights, signs and protective devises as more particularly set forth in Section 4.6 of the COREA; Easements to perform right of self-help as more particularly described in Section 4.7 of the COREA; Easement for operation of common area as more particularly set forth in Section 4.8 of the COREA; Easement for abutment of mall as more particularly described in Section 4.9 of the COREA; Easements for repair to structure grantee's parcel as more particularly described in Section 4.10 of the COREA; Easements for Access Roads and Road as more particularly described in Section 4.11 of the COREA; and Easement for Common Utility Facilities as more particularly described in Section 4.12 of the COREA; Easement for building encroachments as more particularly described in Section 4.16 of the COREA over, under and across the land described in Exhibit A-3 appearing in Official Records Book 18899, at Pages 346 and 347 Public Records of Broward County, Florida, of the Original COREA, less the land described in Parcel I.

Subject to the terms provisions and conditions set forth in said COREA and Amendment.

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for the year 1997 and subsequent years.

2. Terms and conditions of that Drainage and Utilities Easement dated May 22, 1987 and filed in Official Records Book 14504, at Page 90 public records of Broward County, Florida; as modified by that Modification of Easement Agreement filed October 12, 1994 in Official Records Book 22712, at Page 503 public records of Broward County, Florida, as shown on the Sketch of Survey dated January 22, 1992 prepared by Schwebke-Shiskin & Associates, Inc. under Order No. 165660.

3. Terms, conditions and provisions limiting the use of, together with the concurrent rights of others, to use the easements created by that Construction, Operation and Reciprocal Easement Agreement by and between Pembroke Lakes Mall, Ltd., a Florida limited partnership (developer) and J. C. Penney Company, Inc., a Delaware corporation, dated July 12, 1991 and filed November 7, 1991 in Official Records Book 18899, at Page 258 public records of Broward County, Florida ("Original COREA"); as amended by First Amendment to Construction, Operation and Reciprocal Easement Agreement incorporating Mervyn's as a party dated June 11, 1992 and filed June 12, 1992 in Official Records Book 19582, at Page 698 public records of Broward County, Florida ("First Amendment"), and as further amended by Second Amendment to Construction, Operation and Reciprocal Easement Agreement by and between Developer and Dillard Department Stores, Inc., ("Dillard") dated May 11, 1995, filed May 12, 1995 in Official Records Book 23447, at Page 298 of the Public Records of Broward County, Florida incorporating Dillard as a party ("Dillard Amendment"), as further amended by Third Amendment to Construction, Operation and Reciprocal Easement Agreement dated June 17, 1996 and filed July 9, 1996 in Official Records Book 25109, at Page 259 public records of Broward County, Florida ("Third Amendment") and all obligations contained therein relative to the "Mervyn's site".

4. Matters, restrictions, reservations and easements set forth on the Plat of Pembroke Lakes Regional Center, as recorded in Plat Book 127, at Page 50 public records of Broward County, Florida, as affected by those Affidavits recorded in Official Records Book 16021, at Page 884 public records of Broward County, Florida and Official Records Book 18462, at Page 862 public records of Broward County, Florida.

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5. Terms and provisions including liens for amounts of money or charges or assessments for various purposes, contained in Road Impact Fee Agreement in favor of Broward County filed July 15, 1986 in Official Records Book 13660, at Page 945 public records of Broward County, Florida (As to that portion of the subject property lying within Tract E of Pembroke Lakes Regional Center.)

6. Conditions and restrictions set forth in those Ordinances Nos. 789 and 793 by the City of Pembroke Pines, recorded on May 5, 1986 in Official Records Book 13376, at Page 817 public records of Broward County, Florida, and in Official Records Book 13482, at Page 786 public records of Broward County, Florida, respectively, as affected by Ordinance No. 986, filed on April 8, 1992 in Official Records Book 19362, at Page 364 public records of Broward County, Florida and Ordinance No. 950, filed May 15, 1991 in Official Records Book 18388, at Page 867 public records of Broward County, Florida; and Notice of Adoption of Subsequent Modification of an Adopted Development Order filed October 29, 1993 in Official Records Book 21330, at Page 662 public records of Broward County, Florida.